



**BOMBARDIER
CAPITAL**

Bombardier Capital Rail Inc.
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311 United States
Telephone (763) 420-8000
Fax (763) 420-8003
<http://www.capital.bombardier.com>



July 23, 2001

Surface Transportation Board
Recordation of Railroad Equipment
1925 K. Street NW, Suite 704
Washington, D.C. 20423-0001

Dear Sir or Madam,

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of Memorandum of Railcar Lease Agreement dated as of September 29, 2000, a primary document as defined in the Board's Rules for Recordation of Documents.

The names and addresses of the parties to the enclosed documents are:

Lessor: Bombardier Capital Rail Inc.
(formerly called NorRail, Inc.)
6900 Wedgwood Road, Suite 120
Maple Grove, MN 55311
Phone: 763-416-7207

Lessee: Chillicothe-Brunswick Rail Authority, Inc.
#1 Elm Street
Chillicothe, MO 64601
Phone: 660-359-5086

The enclosed Memorandum of Railcar Lease Agreement covers the twenty (20) 4750 Cu Ft Covered Hopper Railcars bearing reporting mark and numbers identified on Exhibit A attached hereto. A short summary of the document to appear in the index follows: "Memorandum of Lease between Bombardier Capital Rail Inc., as Lessor, and Chillicothe-Brunswick Rail Authority, Inc., as Lessee covering twenty (20) 4750 Cu Ft Covered Hopper Railcars. The Railcars are marked with the TR reporting mark and numbered as indicated on Exhibit A to the Memorandum attached hereto."

Enclosed is our check in the amount of \$26.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped copy of the enclosed document to the undersigned. If you have any questions or require any further information in connection with this filing, please contact the undersigned at 763-416-7207.

Very truly yours,

Gail M. Blagsvedt/kb
Gail M. Blagsvedt
Contract Administrator
Enclosures

RECORDATION NO. 23586 FILED

AUG 2 '01 3-23 PM
TS
SURFACE TRANSPORTATION BOARD

MEMORANDUM OF RAILCAR LEASE AGREEMENT

THIS MEMORANDUM OF RAILCAR LEASE AGREEMENT is made and entered into as of September 29, 2000 by and between **Bombardier Capital Rail Inc.**, a Minnesota Corporation ("Lessor") and **Chillicothe-Brunswick Rail Authority, Inc.** a Corporation ("Lessee"), with reference to the following:

1. Lessor has agreed to lease to Lessee, and Lessee has agreed to lease from Lessor various railcars pursuant to one or more Schedules to the Lease to be entered into by Lessor and Lessee from time to time, all as more particularly described in that certain Railcar Service and Lease Agreement No. 0351876 dated September 26, 2000 between Lessor and Lessee (hereinafter referred to as the "Lease").

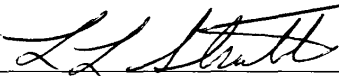
2. Pursuant to Schedule No. 002 to the Lease, Lessor has agreed to lease to Lessee and Lessee has agreed to lease from Lessor the twenty (20) railcars bearing the reporting marks and numbers indicated on Exhibit A attached hereto, all as more particularly described in the Lease.


3. The Lease shall be effective as of the execution date thereof and shall be subject to the term of the Lease, as provided therein.

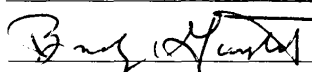
IN WITNESS WHEREOF, the parties hereto have executed or caused this Memorandum of Railcar Lease Agreement to be executed as of the date first above written.

LESSOR: Bombardier Capital Rail Inc.

**LESSEE: Chillicothe-Brunswick
Rail Authority, Inc.**

By 
Its L. Lee Struble
Vice President-Sales

By 
Its President

By 
Its Bradley C. Gunstad
Vice President & General Counsel

By _____
Its _____

RECORDATION NO. 23586 FILED

AUG 2 '01 3-23 PM

SURFACE TRANSPORTATION BOARD

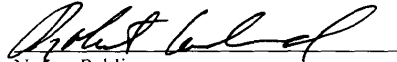
EXHIBIT A
To
MEMORANDUM OF RAILCAR LEASE AGREEMENT

Railcar Mark And Numbers
1. TR 100008
2. TR 100009
3. TR 100010
4. TR 100011
5. TR 100012
6. TR 100013
7. TR 100014
8. TR 100015
9. TR 100016
10. TR 100017
11. TR 100018
12. TR 100019
13. TR 100021
14. TR 100023
15. TR 100024
16. TR 100025
17. TR 100026
18. TR 100027
19. TR 100029
20. TR 100030

STATE OF Missouri, COUNTY OF Lumpkin TO WIT:

On this 6th day of ~~September~~ ^{October}, 2000 before me personally appeared, W. L. Sheffer III and _____, to me personally known, who being by me duly sworn, says that they are the President and _____, respectively of Chillicothe-Brunswick Rail Authority, Inc., a Missouri Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

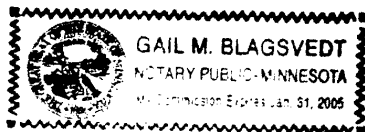
(Seal)

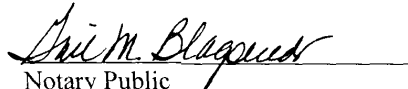

Notary Public
My commission expires: March 5, 2004

STATE OF MINNESOTA, COUNTY OF HENNEPIN TO WIT:

On this 29 day of September, 2000 before me personally appeared, L. Lee Struble and Bradley C. Gunstad, to me personally known, who being by me duly sworn, says that they are the Vice President, Sales and Vice President & General Counsel, respectively of Bombardier Capital Rail Inc., a Minnesota Corporation, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and they acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

(Seal)




Notary Public
My commission expires: 1-31-2005